

Hearing Date and Time: February 26, 2008 at 10:00 a.m.

Objection Deadline: February 19, 2008 at 4:00 p.m.

Bonnie Steingart (BS-8004)
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Counsel for the Official Committee of Equity Security Holders

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
Delphi Corporation, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
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**NOTICE OF FIFTH INTERIM FEE APPLICATION OF FRIED, FRANK,
HARRIS, SHRIVER & JACOBSON LLP, COUNSEL FOR THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AND POSTED DURING
THE PERIOD FROM
JUNE 1, 2007 THROUGH SEPTEMBER 30, 2007**

PLEASE TAKE NOTICE that on November 30, 2007, Fried, Frank, Harris, Shriver & Jacobson LLP ("Fried Frank"), counsel for the Official Committee of Equity Security Holders, filed its Fifth Interim Fee Application for Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred and Posted (the "Fee Application") During the Period from June 1, 2007 through September 30, 2007, in the amounts set forth below:

- a) \$1,162,531.50 in fees for 1,843.3 hours of legal service; and
- b) \$33,495.14 in expenses.

PLEASE TAKE FURTHER NOTICE that a hearing on the Fee Application and any objections thereto will be heard on February 26, 2008 at 10:00 a.m., prevailing Eastern Time,

before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Fee Application must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and (c) be filed with the Bankruptcy Court electronically in accordance with General Order M-242, as amended by General Order M-269, by registered users of the Court's electronic case filing system (the Users' Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties in interest, on a 3-1/2 inch computer diskette, preferably in Portable Document Format (PDF), or in any other Windows based word processing format (with a hard copy delivered directly to Chambers).

PLEASE TAKE FURTHER NOTICE that any response or objection to the Fee Application must comply with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures entered by this Court on March 17, 2006 (Docket No. 2883) and be served on the following parties: (i) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004, Att'n: Bonnie Steingart, Esq., (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: David Sherbin, Esq., (iii) counsel to the Debtors, Skadden, Arps, Slate & Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Attn.: John Wm. Butler Jr., (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq., (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (vi) counsel for the agent under the Debtors' prepetition

credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Marissa Wesley, Esq., (vii) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald Bernstein, Esq. and Brian Resnick, Esq., (viii) the members of the Fee Review Committee, and (ix) Legal Cost Control Inc., 255 Kings Highway East, Haddonfield, NJ 08033, Att'n: Susan Trevejo, in each case so as to be received by no later than 4:00 p.m. (prevailing Eastern Time) on February 19, 2008.

Dated: New York, New York
November 30, 2007

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP

By /s/ Bonnie Steingart
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